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**SPECIAL COUNSEL FOR
ROBIN PHELAN, CHAPTER 11 TRUSTEE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

ACIS CAPITAL MANAGEMENT, L.P.,
ACIS CAPITAL MANAGEMENT GP, LLC,

Debtors.

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§
§

CHAPTER 11 CASES

CASE NO. 18-30264-sgj11
(Jointly Administered)

**TABULATION OF BALLOTS IN CONNECTION WITH CONFIRMATION
OF THE FIRST AMENDED JOINT PLAN FOR ACIS CAPITAL MANAGEMENT, L.P.
AND ACIS CAPITAL MANAGEMENT GP, LLC**

TO THE HONORABLE STACEY G. C. JERNIGAN,
UNITED STATES BANKRUPTCY JUDGE:

Robin Phelan (“Trustee”), the Chapter 11 Trustee for Acis Capital Management, L.P. and Acis Capital Management GP, LLC (the “Debtors”), files this Tabulation of Ballots in connection with confirmation of the *First Amended Joint Plan for Acis Capital Management, L.P. and Acis Capital Management GP, LLC* (the “Plan”)¹.

¹ Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Plan.

1. Attached hereto as **Exhibit “A”** is the Affidavit of Linda Breedlove (the “Balloting Agent”) certifying the Ballots received prior to the voting deadline in relation to the Plan (the “Affidavit”). A Ballot Summary of all Ballots received by the Balloting Agent is attached to the Affidavit as Exhibit “1” (the “Ballot Summary”).

2. Counsel for the Trustee has prepared the Ballot Tabulations for each voting class attached hereto as **Exhibit “B”**, which tabulate the Ballots indicated on the Ballot Summary according to Claim or Interest amount. In preparing the Ballot Tabulations, the following methodology was used:

a. Claim amounts for each Ballot are based on amounts provided in the Debtors’ Schedules, unless a proof of Claim has been filed, in which case, the amount indicated in such Creditor’s proof of Claim has been used.

b. If a Ballot was amended prior to the voting deadline, the amended Ballot has been used for voting purposes.

c. Ballots that are duplicates of prior Ballots or which were subsequently amended prior to the voting deadline have been disregarded.

d. If a timely Ballot was later changed to an accepting vote, the original receipt date was used.

3. As reflected in the Ballot Tabulations, the following is a summary of the Ballots cast in each of the Classes under the Plan:

CLASS	TOTAL BALLOTS COUNTED			
	ACCEPT		REJECT	
	AMOUNT	NUMBER	AMOUNT	NUMBER
Class 1 Secured Tax Claims	Class is unimpaired and is deemed to have accepted the Plan.			

CLASS	TOTAL BALLOTS COUNTED			
	ACCEPT		REJECT	
	AMOUNT	NUMBER	AMOUNT	NUMBER
Class 2 HCLOF Claim	\$0.00 0.00%	0 0.00%	\$0.00 0.00%	0 0.00%
Class 3 Terry Secured Claim	\$8,168,293.56 100%	2 100%	\$0.00 0.00%	0 0.00%
Class 4 General Unsecured Claims	\$246,453.66 100%	1 100%	\$0.00 0.00%	0 0.00%
Class 5 Insider Claims	\$0.00 0.00%	0 0.00%	\$4,672,140.38 100%	1 100%
Class 6 Interests in the Debtor	\$0.00 0.00%	0 0.00%	\$0.00 0.00%	0 0.00%

4. The Plan contains three separate alternatives – Plan A, Plan B and Plan C.

Impaired Creditors entitled to vote on the Plan were entitled to vote separately as to each alternative. The Ballots transmitted to holders of Claims in Impaired Classes requested that such holders indicate their preferences among the three alternatives, to the extent that such alternatives were accepted. Each Creditor who submitted a Ballot voting to accept the Plan (a) voted to accept each of the three Plan alternatives, and (b) indicated the following preferences among the three alternatives: (i) Plan A – first choice; (ii) Plan C – second choice, and (iii) Plan B – third choice. Holders of Class 6 Interests in the Debtors were only entitled to vote on the Plan A alternative. As indicated above, no Ballots were received from holders of Class 6 Interests.

Dated: August 17, 2018.

Respectfully submitted,

/s/ Jeff P. Prostok

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**SPECIAL COUNSEL FOR ROBIN
PHELAN, CHAPTER 11 TRUSTEE**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served upon parties requesting ECF electronic notice and via email on the parties listed below on August 17, 2018.

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/s/ Jeff P. Prostok

Jeff P. Prostok

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Exhibit “A”

Jeff P. Prostok – State Bar No. 16352500
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
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IN RE:	§	
	§	CHAPTER 11 CASES
	§	
ACIS CAPITAL MANAGEMENT, L.P.,	§	CASE NO. 18-30264-sgj11
ACIS CAPITAL MANAGEMENT GP, LLC,	§	(Jointly Administered)
	§	
Debtors.	§	
	§	
	§	

**AFFIDAVIT OF LINDA BREEDLOVE, BALLOTING AGENT, REGARDING
TABULATION OF BALLOTS IN RELATION TO THE FIRST AMENDED JOINT
PLAN FOR ACIS CAPITAL MANAGEMENT, L.P. AND ACIS CAPITAL
MANAGEMENT GP, LLC**

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

BEFORE ME, the undersigned authority in and for said County and State, on this day personally appeared Linda Breedlove who, after being by me duly sworn, stated upon her oath:


1. “My name is Linda Breedlove. I am over the age of eighteen (18) years and I am

competent to make this affidavit.

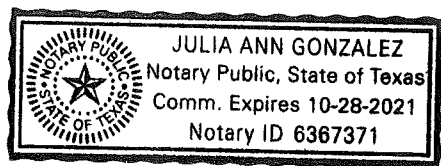
2. I am employed as a paralegal with the law firm of Forshey & Prostok, LLP, 777 Main Street, Suite 1290, Fort Worth, Texas 76102. In the scope of my employment, I acted as Balloting Agent for the Ballots received in connection with the *First Amended Joint Plan for Acis Capital Management, L.P. and Acis Capital Management GP, LLC* in the above-referenced Chapter 11 proceedings.

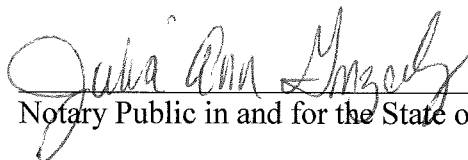
3. I received each and every Ballot submitted by mail, fax, electronic mail, overnight delivery, or hand delivery, and each such Ballot has been in my care, custody and control since its receipt. Upon my receipt of each Ballot, I numbered the Ballot and recorded it on a Schedule of Ballots Received. Attached hereto as **Exhibit "1"** is a true and correct accounting of all Ballots received by me prior to the voting deadline of August 13, 2018 at 4:00 p.m. Central Time."

SIGNED this 17th day of August 2018.


Linda Breedlove, Affiant

SUBSCRIBED AND SWORN TO BEFORE ME by the said Linda Breedlove on the 17th day of August 2018.




Notary Public in and for the State of Texas

In re: Acis Capital Management, L.P.
In re: Acis Capital Management GP, LLC

Exhibit 1

Schedule of Ballots Received

Ballot No.	Date Received	Name	Accept	Reject	Class	Ballot Amount	Schedule Amount	POC Amount	Comment
1	08/13/2018	Joshua N. Terry	X		3	\$8,060,827.84	\$7,949,749.15	\$8,060,827.84	POC 1-2
2	08/13/2018	Jennifer G. Terry F/b/o Quest IRAs #1467511 & 1467521 and as trustee of the Terry Family 401k Plan	X		4	\$246,453.66	\$0.00	\$246,453.66	POC 25-1
3	08/13/2018	Joshua N. Terry F/b/o Quest IRAs No. 1467711 and 1467721	X		3	\$107,465.72	\$0.00	\$107,465.72	POC 26-1
4	08/13/2018	Highland Capital Management, L.P.		X	5	\$4,672,140.38	\$2,770,731.00	\$4,672,140.38	POC 27-1

L:\PROSTOK\ACIS Capital Management (Trustee Rep)\Plan and Disclosure Statement\Ex. 1 - List of Ballots Received.docx

Exhibit “B”

In re: Acis Capital Management, L.P.
In re: Acis Capital Management GP, LLC

Exhibit B

Class 3 Ballots

Ballot No.	Date Received	Name	Accept	Reject	Class	Ballot Amount	Schedule Amount	POC Amount	Comment
1	08/13/2018	Joshua N. Terry	X		3	\$8,060,827.84	\$7,949,749.15	\$8,060,827.84	POC 1-2
3	08/13/2018	Joshua N. Terry F/b/o Quest IRAs No. 1467711 and 1467721	X		3	\$107,465.72	\$0.00	\$107,465.72	POC 26-1

	\$ Ballots	%	No. Ballots	%
Accept	\$8,168,293.56	100.00%	2	100.00%
Reject	0.00	0.00%	0	0.00%
TOTALS	\$8,168,293.56	100.00%	2	100.00%

In re: Acis Capital Management, L.P.
In re: Acis Capital Management GP, LLC

Exhibit B

Class 4 Ballots

Ballot No.	Date Received	Name	Accept	Reject	Class	Ballot Amount	Schedule Amount	POC Amount	Comment
2	08/13/2018	Jennifer G. Terry F/b/o Quest IRAs #1467511 & 1467521 and as trustee of the Terry Family 401k Plan	X		4	\$246,453.66	\$0.00	\$246,453.66	POC 25-1

	S Ballots	%	No. Ballots	%
Accept	\$246,453.66	100%	1	100%
Reject	\$0.00	0.00%	0	0.00%
TOTALS	\$246,453.66	100.00%	1	100.00%

In re: Acis Capital Management, L.P.
In re: Acis Capital Management GP, LLC

Exhibit B

Class 5 Ballots

Ballot No.	Date Received	Name	Accept	Reject	Class	Ballot Amount	Schedule Amount	POC Amount	Comment
4	08/13/2018	Highland Capital Management, L.P.		X	5	\$4,672,140.38	\$2,770,731.00	\$4,672,140.38	POC 27-1

	\$ Ballots	%	No. Ballots	%
Accept	\$0.00	0.00%	0	0.00%
Reject	\$4,672,140.38	100%	1	100%
TOTALS	\$4,672,140.38	100.00%	1	100.00%

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